Bylaws

of the

Historic Fayetteville Convention and Visitor’s Bureau, Inc.

as amended March 9, 2021

ARTICLE I. NAME OF THE CORPORATION

The name of the corporation shall be Historic Fayetteville Convention and Visitor’s Bureau, Inc. ARTICLE II. PURPOSES

The main purpose of this Corporation shall be to enhance the economic prosperity of the area through the promotion of Fayetteville as a viable destination for visitors, group tours and meetings. More specifically, the purpose of the Corporation shall include, but shall not be limited to the following:

A. To work exclusively to promote tourism and to attract visitors to Fayetteville, West Virginia. Utilizing the Hotel Motel tax funds to successfully market our

area to increase our overnight visitations. To respond to requests for

information and execute the administrative operations of the Fayetteville CVB. Also to administer marketing programs designed to increase the level of

tourism in Fayetteville, West Virginia.

B. This Corporation is organized exclusively for charitable and economic

development purposed, including for such purposed, the making of

distributions to Fayetteville CVB, which shall be an organization which shall

be an organization which qualifies as an exempt organization under Section

501 (c-6) of the Internal Revenue Code or corresponding section of any future federal tax code.

C. No part of the net earnings of the Fayetteville CVB shall inure to the benefit of, or be distributed to it’s board, officers or other private persons, except that Fayetteville CVB shall be authorized and empowered to pay reasonable

compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the this purpose to promote tourism and to attract visitors to Fayetteville. No substantial part of the activities of

Fayetteville CVB shall be the carrying on of propaganda, or otherwise

attempting to influence legislation and the organization shall not participate in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the Corporation shall

not carry on any other activities not permitted to be carried on by a

Corporation exempt under Section 501 (c-6) of the Internal Revenue Code, or (II) by a Corporation, contributions to which are deductible under Section 170 (c-2) of the Internal Revenue Code, or corresponding section of any future

federal tax code.

D. Upon the dissolution of the Fayetteville CVB, assets shall be distributed for 1

one or more exempt purposes within the meaning Section 501 (c-6) of the

Internal Revenue Code, or corresponding section of any further federal tax

code, or shall be distributed to the federal government or state government

for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the

Corporation is located, exclusively for such purposes, or to such organization or organizations as said Court shall determine, which are organized and

operated exclusively for such purposes.

ARTICLE III. OFFICES

The principal office of the corporation will be located at 310 N. Court Street, Fayetteville, West Virginia. The corporation may have such other offices within the State of West Virginia, as the Board of Directors may determine.

ARTICLE IV. EXECUTIVE DIRECTOR

The Executive Director shall be responsible for the conduct of the Historic Fayetteville Convention and Visitor’s Bureau’s normal operation.

Section 1. SALARY AND TERM. The Executive Director shall be the Chief Executive Officer and Recorder of the Historic Fayetteville Convention and Visitor’s Bureau whose salary shall be fixed by the Full Board of Directors and shall serve until their removal or resignation.

Section 2. APPOINTMENT AND REMOVAL. The Executive Director’s appointment and removal shall be by two-thirds (2/3) vote of the Full Board.

Section 3. RESPONSIBILITIES. Refer to Job Description in the Employee’s Contract.

Article V. BOARD OF DIRECTORS

Section 1. General Authority. The affairs of the corporation will be overseen by the Board of Directors, which shall have full authority to accomplish the purposes for which the corporation has been formed.

Section 2. Number, Tenure and Qualifications.

A. The Board of Directors of the corporation shall consist of a minimum of 7 directors and no more than 10 directors. One shall be a member of Town Council.

B. Director’s terms begin on January 1 and end on December 31.

C. Members shall be elected for terms of three years each by the Board of Directors and classes shall be staggered and each class shall have approximately the same number of members to ensure the continuity of a majority of the board from year to year.

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D. Vacancies shall be filled by the Board of Directors. The person appointed to fill the vacancy shall assume the term of the person he or she replaces and shall be eligible for reelection when that term ends.

E. Any member who is absent from three consecutive regular meetings of the Board of Directors shall resign the position.

 Section 3. Removal. Any member of the Board of Directors may be removed by a majority vote of the Board of Directors, whenever, the best interests of the corporation will be served.

 Section 4. Annual and Regular Meetings. The Board of Directors shall hold their Annual meeting in December of each year and elect officers whose terms will being on January 1 of the following year. In the absence of the President, the Vice-President shall serve as the President. In the absence of the Vice-President, the Secretary shall serve as the President and appoint a person to act as Secretary during the meeting. The Board of Directors shall meet at least quarterly and shall conduct such special meetings as may be called by the President or by a majority of the Board of Directors. Notice of all meetings will be given to the Board of Directors at least five (5) days prior.

 Section 5. Special Meetings. Special meetings may be called by the President or any of the four (4) Directors.

 Section 6. Quorum and Manner of Acting

A. A majority of the Board of Directors will constitute a quorum.

B. A motion approved by the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 7. Email Vote. Proposals for approval by the Board of Directors may be submitted via email for voting. A printed record of the voting responses shall be maintained and shall be ratified at the next meeting of the Board of Directors.

 Section 8. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors.

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ARTICLE VI. OFFICERS

 Section 1. Officers. The officers will be President, Vice President, and Past-President. The Secretary and Treasurer shall be appointed by the Board of Directors. The President, Vice President, and Past President shall comprise the Executive Committee. The Executive Director shall serve as an ex-officio member of the Executive Committee.

 Section 2. Election and Term of Office. The officers will be elected every two years in the even numbered year. These officers will hold a two year term. The President, Vice President, and Past President shall serve a term of two (2) years beginning January 1 of the

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even numbered year. At the end of the two year term, the Vice President shall assume the office of the President and the President assumes the office of immediate Past President. The Past President shall leave the Executive Committee and may not be re-elected for a period of two (2) years.

 Section 3. Removal. Any officer may be removed by a majority vote of the Board of Directors whenever, the best interests of the Corporation will be served.

 Section 4. Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term of the vacated member.

 Section 5. President. The President serves the Corporation and will supervise the business of the Corporation. He or she will preside at all meetings, may sign, with the Secretary any deeds, mortgages, bonds, contracts, or other documents, which the Board of Directors has authorized to be executed, and in general will perform all duties incident to the office of the President and such other duties as may be assigned by the Board of Directors from time to time. The President shall be an ex-officio member of any committee of the Corporation.

 Section 6. Vice President. In the absence of the President, the Vice President will perform the duties of the President. The Vice President will perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

 Section 7. Treasurer. The Treasurer will be appointed by the Board of Directors for a two year term. The Treasurer will work together with the Executive Director to prepare an annual budget to be presented and approved by the Board of Directors at the annual meeting.

 Section 8. Secretary. The Secretary will be appointed by the Board of Directors for a two year term. The Secretary will keep the minutes of the meetings of the Board of Directors see that all notices are duly given. The Secretary shall maintain a record book of signed and dated minutes of all meetings of the Board of Directors, keep a register of the addresses of each Director and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of Directors.

Section 9. Past-President. The immediate Past-President shall serve in an advisory resource capacity.

ARTICLE VII. COMMITTEES

Section 1. Committees. The following Committees may be established and others as the Board of Directors may deem necessary: Accreditation, Education, Executive, Fairs and Festivals, Finance, and Nominating.

Section 2. Chairman. The President shall appoint a Chair for each committee. The Chair may then staff the committee.

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ARTICLE VIII. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

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ARTICLE IX. FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year. The fiscal year of the Corporation may be changed by resolution of the Board of Directors.

ARTICLE X. INDEMNIFICATION OF DIRECTORS OR OFFICERS

The Corporation shall indemnify each member of the Board of Directors and each officer of the corporation who was, is or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (including any action by, or in the right of, the corporation), serving as a Board member, officer, or agent of the Corporation

ARTICLE XI. CONFLICT OF INTEREST

The corporation’s Conflict of Interest Policy is attached as an addendum to these bylaws.

ARTICLE XII. AMENDMENTS TO BYLAWS

These bylaws may be amended by a majority of the Board of Directors at any meeting, if at least ten (10) day notice.

ARTICLE IX. DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at any time qualify as an exempt organization or organizations under §501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purpose.

Revised March 2021

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